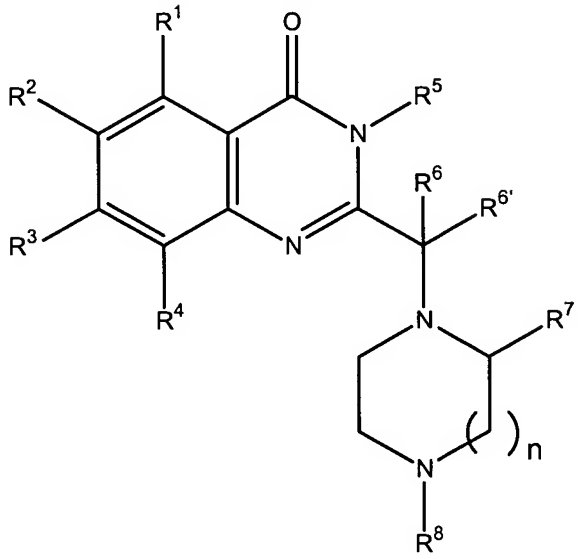
I CLAIM:

1. A compound selected from the group represented by Formula I:



Formula I

where:

R^1, R^2, R^3 and R^4 are independently hydrogen, hydroxy, optionally substituted alkyl, optionally substituted alkoxy, halogen or cyano;

R^5 is hydrogen, optionally substituted alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R^6 and $R^{6'}$ are independently hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl or optionally substituted heteroaralkyl, or R^6 and $R^{6'}$ taken together form a 3- to 7-membered non-aromatic carbocyclic or heterocyclic ring;

R^7 is optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl;

R^8 is hydrogen, optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl; and

n is 1 or 2,

or a pharmaceutically acceptable salt or solvate thereof.

2. The compound of Claim 1 comprising one or more of the following:

R^1, R^2, R^3 and R^4 are independently hydrogen, chloro, fluoro, methyl, methoxy, cyano or substituted lower alkyl;

R^5 is aralkyl or substituted aralkyl;

R^6 is C_3 to C_5 lower alkyl;

$R^{6'}$ is hydrogen;

R^7 is phenyl, lower alkyl-phenyl, lower alkoxy-phenyl, halo-phenyl, benzyl, phenylviny, phenoxy lower alkyl, substituted benzyl, substituted phenylviny, or substituted phenoxy lower alkyl

R^8 is hydrogen or lower alkyl; and

n is one.

3. The compound of Claim 2 comprising one or more of the following:

R^1, R^2, R^3 and R^4 are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;

R^5 is benzyl or substituted benzyl;

R^6 is *i*-propyl, c-propyl or *t*-butyl;

R^7 is optionally substituted aryl or aralkyl; and

R^8 is hydrogen or methyl.

4. The compound of Claim 3 comprising one or more of the following:

R^1, R^2, R^3 and R^4 are hydrogen, or three of R^1, R^2, R^3 and R^4 are hydrogen and the fourth is halo, methoxy, methyl or cyano;

R^5 is benzyl;

R^6 is *i*-propyl;

R^7 is optionally substituted aryl; and

R^8 is hydrogen.

5. The compound of Claim 4 where n is one.

6. The compound of Claim 5 where: R^1, R^2 and R^4 are hydrogen and R^3 is hydrogen or chloro.

7. The compound of Claim 1 where R^7 is *p*-tolyl.

8. The compound of Claim 2 where R^7 is *p*-tolyl.

9. The compound of Claim 3 where R^7 is *p*-tolyl.

10. The compound of Claim 4 where R^7 is *p*-tolyl.

11. The compound of Claim 5 where R^7 is *p*-tolyl.

12. The compound of Claim 6 where R^7 is *p*-tolyl.

13. The compound of Claim 1, selected from:
3-benzyl-7-chloro-2-[1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one;
(±)-3-benzyl-7-chloro-2-[2-methyl-1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one,
3-benzyl-7-chloro-2-[1-(7-phenyl-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one;
(±)-3-benzyl-7-chloro-2-[2-methyl-1-(7-phenyl-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one;
3-benzyl-2-[1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one;
(±)-3-benzyl-2-[2-methyl-1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one,
3-benzyl-2-[1-(7-phenyl-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one; and
(±)-3-benzyl-2-[2-methyl-1-(7-phenyl-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one.

14. The compound of Claim 1, selected from:
3-benzyl-7-chloro-2-[1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one;
(±)-3-benzyl-7-chloro-2-[2-methyl-1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one,
3-benzyl-2-[1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one; and
(±)-3-benzyl-2-[2-methyl-1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one.

15. The compound of Claim 1, selected from:
3-benzyl-7-chloro-2-[1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one; and
3-benzyl-2-[1-(2-*p*-tolyl-piperazin-1-yl)-propyl]-3H-quinazolin-4-one.

16. A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 1-15.

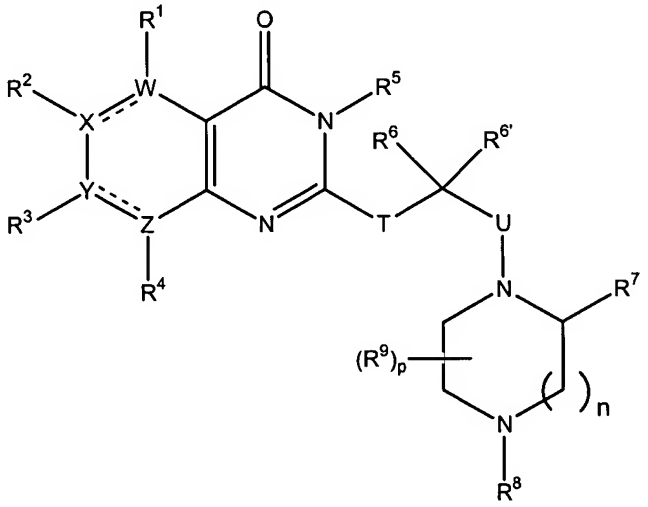
17. A method of treatment comprising administering an effective amount of a compound of any of Claims 1-15 to a patient suffering from a cellular proliferative disease.

18. The method of Claim 17 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.

19. A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 1 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

20. A kit comprising a compound of any of Claims 1-15 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.

21. A compound of the group represented by Formula II:



Formula II

where:

R^1, R^2, R^3 and R^4 are independently hydrogen, hydroxy, optionally substituted alkyl, optionally substituted alkoxy, halogen or cyanol, provided that R^1, R^2, R^3 or R^4 is absent where W, X, Y or Z, respectively, is -N=, O, S or absent;

R^5 is hydrogen, optionally substituted alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R^6 and $R^{6'}$ are independently hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl or optionally substituted heteroaralkyl, or R^6 and $R^{6'}$ taken together form a 3- to 7-membered non-aromatic carbocyclic or heterocyclic ring;

R^7 is optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl;

R^8 is hydrogen, optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl;

R^9 is independently optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl;

T and U are independently a covalent bond or optionally substituted lower alkylene;

W, X, Y and Z are independently N, C, CH, O, S or absent, provided that:

no more than one of W, X, Y or Z is absent,

no more than two of W, X, Y and Z are -N=, and

W, X, Y or Z can be O or S only when one of W, X, Y or Z is absent;

n is 1 or 2; and

p is 0 to 9,

or a pharmaceutically acceptable salt or solvate thereof.

22. The compound of Claim 21 comprising one or more of the following:

R^1, R^2, R^3 and R^4 are independently hydrogen, chloro, fluoro, methyl, methoxy, cyano or substituted lower alkyl;

R^5 is aralkyl or substituted aralkyl;

R^6 is C_3 to C_5 lower alkyl;

$R^{6'}$ is hydrogen;

R^7 is phenyl, lower alkyl-phenyl, lower alkoxy-phenyl, halo-phenyl, benzyl, phenylviny, phenoxy lower alkyl, substituted benzyl, substituted phenylviny, or substituted phenoxy lower alkyl

R^8 is hydrogen or lower alkyl;

one or both of T and U is a covalent bond;

W, X, Y and Z are independently –C= or –N=;

n is one; and

p is zero.

23. The compound of Claim 22 comprising one or more of the following:

R^1, R^2, R^3 and R^4 are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;

R^5 is benzyl or substituted benzyl;

R^6 is *i*-propyl, c-propyl or *t*-butyl;

R^7 is optionally substituted aryl or aralkyl; and

R^8 is hydrogen or methyl.

24. The compound of Claim 23 where both T and U are covalent bonds.

25. The compound of Claim 21 where R^7 is *p*-tolyl.

26. A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 21-25.

27. A method of treatment comprising administering an effective amount of a compound of any of Claims 21-25 to a patient suffering from a cellular proliferative disease.

28. The method of Claim 27 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.

29. A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 21 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

30. A kit comprising a compound of any of Claims 21-25 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.